

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION CORPORATION,  Plaintiff-Applicant,  v.  BERNARD L. MADOFF INVESTMENT SECURITIES LLC,  Defendant.	SIPA LIQUIDATION  No. 08-01789 (BRL)  (Substantively Consolidated)
In re:  BERNARD L. MADOFF INVESTMENT SECURITIES LLC,  Debtor.	

**DECLARATION OF MARLA A. DECKER IN SUPPORT OF JOINDER OF  
JPMORGAN'S AND UBS'S OBJECTIONS AND FURTHER OBJECTIONS OF THE  
HSBC DEFENDANTS TO THE TRUSTEE'S MOTION FOR ENTRY OF A  
LITIGATION PROTECTIVE ORDER**

I, Marla A. Decker, declare as follows:

1. I am a member of the bar of this Court and an associate at Cleary Gottlieb Steen & Hamilton LLP, counsel for HSBC Bank plc, HSBC Holdings plc, HSBC Securities Services (Luxembourg) S.A., HSBC Institutional Trust Services (Ireland) Limited, HSBC Securities Services (Ireland) Limited, HSBC Institutional Trust Services (Bermuda) Limited, HSBC Bank USA, N.A., HSBC Securities Services (Bermuda) Limited, HSBC Bank (Cayman) Limited, HSBC Private Banking Holdings (Suisse) S.A., HSBC Private Bank (Suisse) S.A., HSBC Fund Services (Luxembourg) S.A., and HSBC Bank Bermuda Limited (together, the "HSBC Defendants"). I respectfully submit this declaration

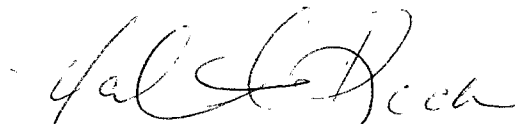
in support of the HSBC Defendants' Joinder of JPMorgan's and UBS's Objections and Further Objections to the Trustee's Motion for Entry of a Litigation Protective Order.

2. Annexed hereto, at the letter tabs indicated, are true and correct copies of the following documents referred to in the HSBC Defendants' Joinder of JPMorgan's and UBS's Objections and Further Objections to the Trustee's Motion for Entry of a Litigation Protective Order:

- Exhibit A** Trustee Subpoena for a Rule 2004 Examination Issued to HSBC Bank USA, N.A. ("HBUS") (June 12, 2009)
- Exhibit B** Confidentiality Agreement between the Trustee and HBUS (July 1, 2009)
- Exhibit C** HBUS's Responses and Objections to the Trustee's Rule 2004 Subpoena Dated June 12, 2009 (July 2, 2009)
- Exhibit D** Confidentiality Agreement between the Trustee and HSBC Holdings plc and HSBC Bank plc (August 10, 2010)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 2, 2011.

  
Marla A. Decker